

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE

CHERYL A. SKIGIN

(202) 862-2053

WASHINGTON, D. C. 20036

No.

Date JUL 25 1980

Fee \$ 10.00

ICC Washington, D. C.

July 25, 1980

RECEIVED

JUL 25 9 10 AM '80

I. C. C.
FEE OPERATION BR.

RECORDATION NO. 11879 Filed & Recorded

JUL 25 1980 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Room 2215, 12th & Constitution
Washington, DC 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U. S. C. § 11303 are several copies of the following document:

Amendment Agreement No. 1 dated as of July 18, 1980 by and between The Connecticut Bank and Trust Company and Brae Corporation.

It relates to the railroad equipment marked as follows:

TOE3200 - TOE3399, CLC5001 - CLC5050, POTB151 - POTB225, IAT1000 - IAT1024 and MSV1500 - MSV1554, all inclusive.

The names and addresses of the parties to the transaction evidenced by the document described above are:

Guarantor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111


Trustee: The Connecticut Bank and Trust Co.
One Constitution Plaza
Hartford, CT 06115

It is requested that this document be filed and recorded under the names of the parties as set forth above. In view of the fact that it relates to the Equipment Trust Agreement, previously assigned recordation number 11879, it is additionally requested that it be assigned the next available letter designation (which is believed to be "M") under that primary number.

Cheryl A. Skigin
Countersigned

Please return to the person presenting this letter: (1) your letter acknowledging the filing, (2) a receipt for the \$10.00 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter, and (4) any copies of the document not required for recordation -- all stamped to indicate the appropriate filing information.

Very truly yours,


Cheryl A. Skigin

mbm

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/25/80

OFFICE OF THE SECRETARY

**Cheryl A Skigin, Atty.
Steptoe & Johnson
1250 Conn. Ave., N.W.
Washington, D.C. 20036**

Dear **Mrs. Skigin:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/25/80** at **9:15am**, and assigned re-recording number(s). **11879-L & 11879-M**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT AGREEMENT

NO. 1

JUL 25 1980 -9 15 AM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT AGREEMENT NO. 1, dated as of July 18, 1980 ("Agreement"), by and between THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee ("Trustee") and BRAE CORPORATION (the "Company").

WITNESSETH:

WHEREAS, the Company and the Trustee have entered into an Equipment Trust Agreement dated as of May 1, 1980 ("Trust Agreement"); and

WHEREAS, the Trustee has received a Written Direction from Teachers Insurance and Annuity Association of America as the Holder of all of the outstanding Trust Certificates; and

WHEREAS, the Company and the Trustee now desire to amend the Trust Agreement as hereinafter set forth;

NOW, THEREFORE, the parties hereto in consideration of the promises hereinafter set forth agree as follows:

1. Pursuant to Section 9.03 of the Trust Agreement, Schedule "A" to the Trust Agreement is hereby deleted and Amended Schedule "A" as attached hereto is substituted therefor.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect in accordance with the terms thereof.

IN WITNESS WHEREOF, the Company and the Trustee have each caused this Agreement to be executed by their respective duly authorized officers and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE CONNECTICUT BANK AND TRUST COMPANY,
as Trustee

By

P. L. Hynes
Vice President

Attest:

X Xojalashua
Asst. Treas.

BRAE CORPORATION

Attest:

Ayid C. Dasa
Vice President

Emet Brazil
Secretary

AMENDED SCHEDULE A

<u>Lessee</u>	No. of Box- cars/ Wood Chip Cars	Date of Leases	<u>Term</u>	Equip- ment Identi- fication Numbers (Both Inclusive)	<u>Descrip- tion</u>	AAR Desig- nation
1. Texas, Oklahoma & Eastern RR Co.	200 Box- cars	6/2/80	15 years	TO&E 3200 through TO&E 3399	Special Purpose Boxcars	XP
2. Columbia & Cowlitz Railway Company	50 Wood Chip Cars	7/13/79	15 years	CLC 5001 through CLC 5050	Wood Chip Cars	GTS
3. Port of Tillamook Bay Railroad	75 Box- cars	3/8/78	15 years	POTB 151 through POTB 225	General Purpose Boxcars	XM
4. The Iowa Terminal Railroad Co.	25 Box- cars	1/16/80	15 years	IAT 1000 through IAT 1024	General Purpose Boxcars	XM
5. Missis- sippi & Skuna Valley RR Co.	55 Box- cars	7/3/80	15 years	MSV 1500 through MSV 1554	Special Purpose Boxcars	XP

STATE OF CALIFORNIA)
) ss.:
COUNTY OF SAN FRANCISCO)

On this 22 day of July 1980, before me personally came Alfred C. Dossa, to me known, who, being by me duly sworn, did depose and say that he resides at 103 Bella Vista Dr., Hillsborough, CA; that he is the Vice President of BRAE CORPORATION, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said Corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed on this day by authority of the Board of Directors of said Corporation; and that he signed his name thereto on this day by like authority.



[Seal]

Mirella R. Abbo
Notary Public

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 24th day of July, 1980, before me personally came P.L. Hargraves, to me known, who, being by me duly sworn, did depose and say that he resides at 429 E. 50th St. N.Y. N.Y.; that he is the Vice President of THE CONNECTICUT BANK AND TRUST COMPANY, one of the corporations described in and which executed the above instrument; that he knows the corporate seal of said Corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed on this day by authority of the Board of Directors of said Corporation; and that he signed his name thereto on this day by like authority.

Holly B. Hanes
Notary Public

[Seal]

HOLLY B. HANES
NOTARY PUBLIC, State of New York
No. 31-4687697
Qualified in New York County
Commission Expires March 30, 1981